

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
Compass Mechanical Services, Inc.)	Case No. 09-47131
)	
Debtor and Debtor in Possession.)	The Honorable Eugene R. Wedoff
)	
)	Hearing: February 24, 2010 at 9:30 am

AFFIDAVIT OF PROPOSED ATTORNEY

I, Philip Groben, being first duly sworn upon oath, depose and state as follows:

1. I am an attorney at law, in good standing, admitted to practice law before the United States District Court for the Northern District of Illinois and am an associate of the law firm of Forrest L. Ingram P.C. ("The Firm") which maintains offices at 79 W. Monroe, Suite 900, Chicago, IL 60603-4907.
2. I have been engaged, subject to approval of the Bankruptcy Court, to represent the Debtor and Debtor in Possession in this case.
3. On January 14, 2010, The Firm entered into an agreement for legal services with Debtor. The agreement provides for a \$20,000 pre-petition retainer subject to approval by the Court. A copy of the Engagement Agreement is attached as Exhibit A.
4. Under the terms of the Engagement Agreement, the attorneys and clerks of the Firm will be paid at their customary hourly rates by the Debtor, subject to approval by the Court.
5. Because of the Debtor's present financial needs, the issues involved, and the immediacy of the actions that need to be taken to protect the Debtor and the Debtor's estate, it is in the best interest of the Debtor and of the estate that the attorneys of Forrest L. Ingram P.C., be appointed to represent Debtor and Debtor in Possession in this case.

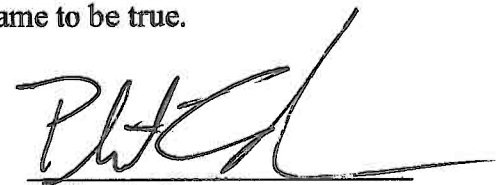
6. The Firm has received no other monies, promises of money, properties, or promises of properties from the Debtor, or from any other person or entity on behalf of the Debtor in connection with this case.

7. The Firm has made no agreement to share its fees from this case with any other person except those who are employed as attorneys or engaged as independent contractors by Forrest L. Ingram P.C. on an ongoing basis.

8. Forrest L Ingram, Peter L. Berk, Michael V. Ohlman and Phil Groben will represent the Debtor and Debtor in Possession in these Chapter 11 proceedings. No attorney employed or engaged by Forrest L. Ingram P.C. holds or represents an interest adverse to the estate; all are "disinterested persons" within the meaning given that term in 11 U.S.C. §327(a).

9. The Firm's attorneys have no connection with the Debtor or any business operated by the Debtor, or with the Debtor's creditors or other attorneys, the United States trustee, or any person employed in the office of the United States trustee which would disqualify the attorneys of Forrest L. Ingram P.C. from representing the Debtor in this case.

Under penalties as provided by law pursuant to Section 1-109 of the Illinois Code of Civil Procedure, the undersigned certifies that the statements set forth in this instrument are true and correct, except as to matters therein stated to be on information and belief and as to such matters the undersigned certifies as aforesaid that he verily believes the same to be true.


Philip Groben